

RECORDATION NO. **23115-G** FILED

OCT 27 '00

11-43 AM

TS

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD

ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 27, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Indenture Supplement No. B3 (EL-MO III TRUST B), dated October 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture which was duly filed with the Board under Recordation Number 23115-A and replaces the Memorandum of Indenture Supplement filed under Recordation Number 23115-E with respect only to the four locomotives identified below.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: First Security Bank, N.A.
79 Main Street
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is:

Four (4) SD90MAC Diesel Electric Locomotives: UP 8528, UP 8529, UP 8532 and UP 8533

Mr. Vernon A. Williams
October 27, 2000
Page Two

A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Indenture Supplement No. B3 (EL-MO III TRUST B), dated October 30, 2000, First Security Bank, N.A., Indenture Trustee, and Wilmington Trust Company, Owner Trustee, covering four (4) SD90MAC Diesel Electric Locomotives: UP 8528, UP 8529, UP 8532 and UP 8533.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

EL-MO III TRUST B

OCT 27 '00

11:43 AM

MEMORANDUM OF INDENTURE SUPPLEMENT NO. B3

SURFACE TRANSPORTATION BOARD

Memorandum of Indenture Supplement No. B3 made and entered into on October 30, 2000 by and between First Security Bank, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

WITNESSETH

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated September 27, 2000, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

2. A Memorandum of said Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code 11301 on September 26, 2000 at 4:53 p.m. under Recordation Number 23115-A.

3. The undersigned have entered into that certain Indenture Supplement No. B3 dated October 30, 2000, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

4. This Memorandum supersedes and replaces the Memorandum of Indenture Supplements dated October 20, 2000 and filed under Recordation Number 23115-E on October 19, 2000 at 11:21 a.m. with respect to the locomotives bearing road numbers as listed on Exhibit A attached hereto (but only with respect to such locomotives).

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A., as
indenture trustee

By 

Name: Brett R. King

Title: Vice President

Executed on this 25 day of October 2000.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By _____

Name:

Title:

Executed on this ____ day of October 2000.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By _____

Name:

Title:

Executed on this ____ day of October 2000.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By  _____

Name:

Anita Dallago

Title:

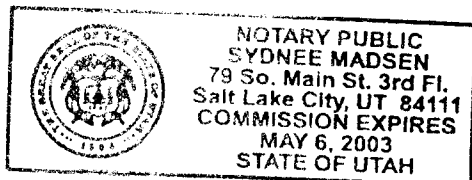
Financial Services Officer

Executed on this 25th day of October 2000.

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this, the 25 day of October, 2000, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of First Security Bank, National Association, that said instrument was signed on October 25, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sydnee Madsen
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of October, 2000, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on October ___, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

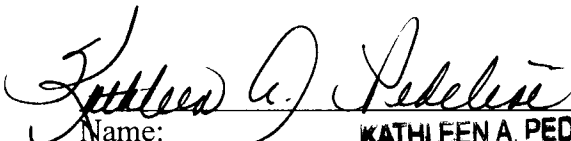
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF Delaware)
)
COUNTY OF New Castle) SS:

On this, the 25th day of October, 2000, before me, a Notary Public in and for said County and State, personally appeared Agita E. Dallago, who being by me duly sworn, says that (s)he ~~Financial Services Officer~~ Wilmington Trust Company, that said instrument was signed on October __, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: KATHLEEN A. PEDELINI
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires Oct. 31, 2002
Residing in _____

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of October, 2000, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on October __, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

Exhibit A

Units subject to Indenture Supplement No. B3

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	4	8528 8529 8532 8533